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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:) Chapter 11
GYMBOREE GROUP, INC., *et al.*¹) Case No. 19-30258 (KLP)
Debtors.) (Jointly Administered)
)

**PROPOSED AGENDA FOR MATTERS SCHEDULED
FOR APRIL 11, 2019, AT 10:00 A.M. (PREVAILING EASTERN TIME)**

I. NEW MOTIONS

1. “**Debtors’ 9019 Motion.**” *Debtors’ Motion to Approve Rule 9019 Compromise with Federal Express Corporation and FedEx Ground Package System, Inc.* [Docket No. 563]

Responses Received: None

Related Document:

- A. *Notice of Motion and Notice of Hearing* [Docket No. 564]

Status: This matter is going forward.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Gymboree Group, Inc. (6587); Gymboree Intermediate Corporation (1473); Gymboree Holding Corporation (0315); Gymboree Wholesale, Inc. (6588); Gym-Mark, Inc. (6459); Gymboree Operations, Inc. (6463); Gymboree Distribution, Inc. (8669); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, LLC (6461); Gym-Card, LLC (5720); and Gymboree Island, LLC (1215). The Debtors’ service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

2. “**Motion to Extend Time Period for Civil Action Removal.**” *Debtors’ Motion for Entry of an Order Extending the Time Period Within Which the Debtors May Remove Civil Actions* [Docket No. 589]

Responses Received: None

Related Document:

- A. *Notice of Motion and Notice of Hearing* [Docket No. 590]

Status: This matter is going forward.

3. “**Motion to Modify Role and Scope of CRO.**” *Debtors’ Motion to Role and Scope of Services Provided by Chief Restructuring Officer* [Docket No. 591]

Responses Received: None

Related Documents:

- A. *Debtors’ Motion to Retain Berkeley Research Group, LLC to Provide the Debtors with a Chief Restructuring Officer and Certain Additional Personnel Nunc Pro Tunc to the Petition Date* [Docket No. 175]
- B. *Order Granting Debtors’ Motion to Retain Berkeley Research Group, LLC to Provide the Debtors with a Chief Restructuring Officer and Certain Additional Personnel Nunc Pro Tunc to the Petition Date Vacating Order* [Docket No. 390]
- C. *Notice of Motion and Notice of Hearing* [Docket No. 592]
- D. *Declaration of Jon W. Kimmins in Support of Debtors’ Motion to Modify Role and Scope of Services Provided by Chief Restructuring Officer* [Docket No. 613]

Status: This matter is going forward on an uncontested basis.

II. CONTESTED MATTERS

1. “**Deutsche Bank 2004 Examination.**” *Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, For Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure* [Docket No. 404]

Responses Received:

- A. *Limited Objection to Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, for Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure* [Docket No. 510]
- B. *Objection of SSIG to Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, for Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure* [Docket No. 521]
- C. *Limited Objection with Respect to 2004 Motion* [Docket No. 522]
- D. *Corrected Objection of SSIG to Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, For Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure* [Docket No. 525]

Related Documents:

- A. *Notice Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, For Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure* [Docket No. 405]
- B. *Joinder of the Official Committee of Unsecured Creditors and Response in Support of the Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, for Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedures* [Docket No. 437]
- C. *Notice of Hearing of the Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, For Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure* [Docket No. 562]

Status: This matter is going forward on a contested basis.

2. **"Pan Pacific 2004 Examination."** *Notice of and Rule 2004 Motion of Pan Pacific Co., Ltd. For Authorization to Issue Document Requests, Notices, and Subpoenas for the Production of Documents and for Testimony by the Debtors* [Docket No. 439]

Responses Received:

- A. *Limited Objection to Rule 2004 Motion of Pan Pacific Co., Ltd. for Authorization to Issue Document Requests, Notices, and Subpoenas for the Production of Documents and for Testimony by the Debtors* [Docket No. 542]

Related Document:

- A. *Notice of Hearing on the Rule 2004 Motion of Pan Pacific Co., Ltd. for Authorization to Issue Document Requests, Notices, and Subpoenas for the Production of Documents and for Testimony by the Debtors* [Docket No. 576]

Status: This matter is going forward on a contested basis.

III. ADVERSARY PROCEEDING

1. **"Pocrass Adversary."** *Order* [Docket No. 32, Adv. Case No. 19-03010]

Responses Received: None

Related Documents:

- A. *Adversary Class Action Complaint* [Docket No. 1, Adv. Case No. 19-03010]
- B. *Debtors' Motion to Stay Adversary Proceeding* [Docket No. 6, Adv. Case No. 19-03010]
- C. *First Amended Adversary Class Action Complaint* [Docket No. 14, Adv. Case No. 19-03010]
- D. *Plaintiff's Response in Opposition to Debtor's Motion to Stay Adversary Proceeding* [Docket No. 18, Adv. Case No. 19-03010]

Status: This matter has been adjourned until April 24, 2019 at 10:30 a.m. (prevailing Eastern Time).

IV. SALE MATTERS

1. **Cure Objections.** *Notice of Adjournment of Cure Objections to Thursday, April 11, 2019 at 10:00 A.M. (Prevailing Eastern Time) [Docket No. 461]*

Responses Received:

- A. *The Taubman Landlords' Amended Precautionary Objection to the Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and Cure Claim Objection [Docket No. 524]*
- B. *Aerin LLC's Objection to Supplemental Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 531]*

Related Documents:

- A. *Order (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. 76]*
- B. *Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 144]*
 - a. *Supplemental Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 460]*
- C. *The Taubman Landlords' Precautionary Objection to the Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and Cure Claim Objection [Docket No. 202]*
- D. *Limited Objection of Landlord, Palm Beach Mall Holdings LLC, to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 210]*
- E. *Objection and Reservation of Rights of Flow Commerce Inc. to the Debtors' Notice of Possible Assumption and Assignment of Certain*

Executory Contracts and Unexpired Leases in Connection with Sale
[Docket No. 212]

- F. *Objection by Westfield, LLC and Affiliates to Proposed Sale, Assumption and Assignment of Unexpired Leases and Proposed Cure Amounts* [Docket No. 214]
- G. *Objection of Bellevue Square, LLC to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 222]
- H. *CBL & Associates Management, Inc. Limited Objection to Debtor's Stated Cure Amounts* [Docket No. 223]
- I. *Objection of Federal Realty Investment Trust, PGIM Real Estate, Retail Properties of America, Inc., Starwood Retail Partners LLC, The Forbes Company, The Macerich Company, and TYB&B Partners LLC to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 230]
- J. *Limited Objection of BP Prucenter Acquisition LLC and OWRF Carmel LLC to Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 231]
- K. *Objection of salesforce.com, Inc. to Proposed Assumption and Assignment of Certain Executory Contracts and Notice of Cure Costs, and Reservation of Rights in Connection with the Pending Sale(s)* [Docket No. 233]
- L. *Objection of Brookfield Property REIT Inc., RREEF Management L.L.C., SITE Centers Corp., and Turnberry Associates to Proposed Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 235]
- M. *Objection and Reservation of Rights of Washington Prime Group Inc. to the Cure Amount Proposed in the Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 236]
- N. *Objection and Reservation of Rights of Greater Lakeside LLC to the Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 237]

- O. *Oracles Limited Objection To And Reservation Of Rights Regarding (1) Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief ("Sale Motion"); and (2) Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale ("Assumption Notice") [Docket No. 238]*
- P. *Vestar Green Valley, LLC's Objection to Proposed Sale, Assumption and Assignment of Unexpired Leases and Proposed Cure Amounts [Docket No. 239]*
- Q. *Objection of Teachers Insurance and Annuity Association of America to Cure Costs and Proposed Assumption of Unexpired Leases [Docket No. 244]*
- R. *Limited Objection and Reservation of Rights of Simon Property Group, L.P. to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 250]*
- S. *Limited Objection of Landlord, Palm Beach Mall Holdings LLC, to Possible Assumption and Assignment of Lease [Docket No. 312]*
- T. *Aerin LLC Limited Objection to and Reservation of Rights Regarding (1) Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief ("Sale Motion"); and (2) Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale ("Assumption Notice") [Docket No. 335]*
- U. *Objection of the Chubb Companies to Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and*

Approving Form and Manner of Notice thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. 341]

- V. *Objection of Federal Realty Investment Trust, PGIM Real Estate, Retail Properties of America, Inc., Starwood Retail Partners LLC, The Forbes Company, The Macerich Company, and TYBAB Partners, LLC to Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. 346]*
- W. *Limited Objection of Landlord, GFM, LLC to Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 385]*
- X. *Notice of Auction (Setting the Time to 10:00 AM) [Docket No. 387]*
 - a. *Notice of Adjournment of Auction to Wednesday, February 27, 2019 at 10:00 A.M. (Prevailing Eastern Time) [Docket No. 409]*
 - b. *Notice of Adjournment of Auction to Thursday, February 28, 2019 at 10:00 A.M. (Prevailing Eastern Time) [Docket No. 428]*
 - c. *Amended Notice of Adjournment of Auction to Thursday, February 28, 2019 at 10:00 A.M. (Prevailing Eastern Time) [Docket No. 429]*
 - d. *Notice of Adjournment of Auction to Friday, March 1, 2019 at 9:00 A.M. (Prevailing Eastern Time) and Extension of Adequate Assurance Objection Deadline to Monday March 4, 2019 at 11:00 A.M. (Prevailing Eastern Time) [Docket No. 440]*
- Y. *Objection of Brookfield Property REIT Inc., RREEF Management L.L.C., SITE Centers Corp. and Turnberry Associates to Proposed Assumption and Assignment of Leases [Docket No. 434]*

- Z. *Objection of Landlord, GFM, LLC and Caruso Management Co., Ltd., to Possible Assumption and Assignment of Lease and Reservation of Rights* [Docket No. 452]
- AA. *Notice of Successful Bidders, Sale Hearing, and Adjournment of the Adequate Assurance Objection Deadline* [Docket No. 455]
 - a. *Amended Notice of Successful Bidders, Sale Hearing, and Adjournment of the Adequate Assurance Objection Deadline* [Docket No. 457]
- BB. *Supplemental Declaration of James Doak in Support of Debtors' Motion for Approval of Bidding Procedures, Entry of One or More Sale Orders, and Related Relief* [Docket No. 463]
- CC. *Notice of Filing of Proposed Sale Orders* [Docket No. 472]
- DD. *Order (I) Approving the Sale of Certain J&J Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (II) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection therewith; and (III) Granting Related Relief* [Docket No. 484]
- EE. *Order (I) Approving the Sale of Certain Gymboree and Crazy 8 Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (II) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection therewith; and (III) Granting Related Relief* [Docket No. 487]
- FF. *Notice of Closing Date of J&J Sale* [Docket No. 494]
- GG. *Notice of Closing Date of Sale of Gymboree and Crazy 8 Assets to TCP Brands, LLC* [Docket No. 614]

Status: The Debtors continue to work to reconcile cure amounts with counterparties to assumed contracts and leases. Any unresolved issues are adjourned to May 1, 2019.

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Dated: April 9, 2019
Richmond, Virginia

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